

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102
MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102**

FILED VIA SEDAR

Item 1. Name and Address of Company

Echo Energy Canada Inc. (the "Company")
Suite 1910, 777 Bay Street, Toronto Ontario, M5G 2C8

Item 2. Date of Material Change

Material changes took place on May 28, 2009.

Item 3. News Release

A news release dated May 28, 2009 with respect to the material changes referred to in this Report was issued in Toronto, Ontario, disseminated through Canadian News Wire, and SEDAR filed with the British Columbia, Alberta and Ontario Securities Commissions. A copy of this news release is attached to this Report as Schedule "A".

Item 4. Summary of Material Change

The material change relates to the Bank reducing Echo Energy's borrowing base from \$5,200,000 to \$3,300,000 based on the review by the Bank's independent consultant of Echo Energy's December 31, 2008 external engineering report, which change is fully described in the Company's press release which is attached as Schedule "A" and incorporated herein.

Item 5. Full Description of Material Change

Full descriptions of the material change is contained in the Company's press release which is attached as Schedule "A" and incorporated herein.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

The report is not being filed in reliance on section 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

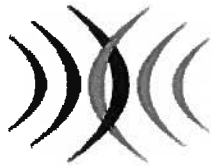
Item 8. Executive Officer

Charles Edey, President

Item 9. Date of Report

June 5, 2009

Schedule "A"



Echo Energy Canada Inc.

News Release

Echo Energy Canada Inc. Bank Credit Facilities Reduced

PRESS RELEASE – FOR IMMEDIATE RELEASE

Listing: TSX Venture Exchange ("EEI.V")
Issued Common Shares: 60,208,086

TORONTO, ONTARIO – MAY 28, 2009: Echo Energy Canada Inc. ("Echo Energy") announced today that Echo Energy's Canadian chartered bank (the "Bank") has provided Echo Energy with notice that the Bank has reduced Echo Energy's borrowing base from \$5,200,000 to \$3,300,000 based on the review by the Bank's independent consultant of Echo Energy's December 31, 2008 external engineering report prepared by GLJ. The Bank also expressed concern about the covenant requiring a current ratio of no less than 1.00:1.00 (excluding consideration of the current portion of the Bank credit facility). The Bank requires Echo Energy to rectify any default no later than July 25, 2009.

A payment of \$1,850,000 will be required to reduce this credit facility from the May 26 2009 balance of \$5,150,000 to the new maximum borrowing base of \$3,300,000. Echo Energy is actively looking at alternative financing options to address this situation.

The current ratio (excluding consideration of the current portion of the Bank credit facility) has always been maintained well in excess of the required ratio of 1.00:1.00, and stood at a ratio of 1.96:1.00 as at March 31, 2009. Management of Echo Energy does not believe that this test will require any further reduction in the Bank credit facility.

In discussions, the Bank acknowledged that it accepts the reserves estimates in the GLJ engineering report and that the GLJ valuations would support an increase in the credit facility, but that the Bank applies much more conservative pricing assumptions which led to the reduction in the borrowing base.

About Echo Energy Canada Inc.

Echo Energy Canada Inc. is a publicly traded energy company with revenue producing natural gas production operations near Port Burwell Ontario, Canada on the shores of Lake Erie.

For further information, please contact: Charles Edey, President, at 1-877 396-3540.
chuck@echoenergycanada.com <http://www.echoenergycanada.com>

Statements in this news release that are not historical facts, including statements about plans and expectations regarding properties, reserves, transactions and opportunities, capital resources and future financial results are forward-looking. Forward-looking statements involve risks and uncertainties, which may cause the Company's actual results in future periods to differ materially from those expressed. These uncertainties and risks include changing gas and commodity prices and currency exchange rates, demand for gas, lack of success of future exploration and development, competition and other factors discussed from time to time in the company's filings with the Ontario Securities Commission.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.